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2005 APR 27 P 2:29

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CORPDIRECT AGENTS, INC. (formerly CCRS)
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TALLAHASSEE, FL 32301
222-1173

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SECRETARY OF STATE
TALLAHASSEE, FL 32301

CONTACT: KATIE WONSCH
DATE: 04/27/2006
REF. #: 000958.51215
CORP. NAME: PAINT HORSES, LLC

- | | | |
|--|---|---|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input checked="" type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 516920 FOR \$ 125.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

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| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

ARTICLES OF ORGANIZATION

OF

PAINT HORSES, LLC

a Florida Limited Liability Company

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of this Limited Liability Company is:

PAINT HORSES, LLC (the "Company").

**ARTICLE II
PURPOSE**

A. Purposes. The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to Chapter 608, Fla. Stat., as the same may be amended from time to time.

B. Powers. The Company shall have and may exercise all powers and rights which a limited liability company may exercise pursuant to Chapter 608, Fla. Stat., as the same may be amended from time to time.

**ARTICLE III
ADDRESS**

The mailing and street address of the Company's principal place of business is 12491 - 90th Avenue, Seminole, FL 33772.

**ARTICLE IV
DURATION**

The period of duration of the Company shall be perpetual. The remaining members are given the right to continue the business of the limited liability company on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member, pursuant to Chapter 608 of the provisions of the Company's Operating Agreement, upon a meeting and majority vote of the Members within sixty days of said event(s) to continue said business.

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**ARTICLE V
MANAGEMENT - MANAGER MANAGED**

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The Limited Liability Company is to be managed by one or more managers and is therefore a manager-managed company. The Initial Managers of this company are **KRISTI A. HURLEY**, 12491 - 90th Avenue, Seminole, FL 33772.

**ARTICLE VI
MEMBER VOTING**

A. Member Voting. All members of the Company shall be entitled to vote on matters relating to the Company. Each Member's vote shall be weighted in accordance with the Operating Agreement of the Company.

B. Additional Contributions. The Members shall make additional capital contributions from time to time, as required by the Operating Agreement adopted by the Company.

**ARTICLE VII
ADOPTION OF OPERATING AGREEMENT**

The members shall adopt an Operating Agreement for the Company, which Agreement may contain any provision for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization or Chapter 608, Fla. Stat.

**ARTICLE VIII
AMENDMENT OF ARTICLES OF ORGANIZATION**

These Articles may be amended at any time by a resolution adopted by the members, in conformity with Chapter 608 and the Operating Agreement permitting said amendment, at any annual or special meeting.

**ARTICLE IX
INITIAL ADDRESS OF REGISTERED OFFICE
AND DESIGNATION OF REGISTERED AGENT**

The street address of the initial registered office of this limited liability company in the State of Florida is 5348 First Avenue North, St. Petersburg, Florida 33710. The Members may from time to time, without amending these Articles, move the registered office to any other address within the State of Florida.

The initial Registered Agent is designated as Ronald C. White, Esq. The Registered Agent of the limited liability company may be changed at any time by a vote of the Members without an amendment of these Articles.

THESE ARTICLES OF ORGANIZATION have been executed by the undersigned member or authorized representative of the member this 27th day of April, 2006.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Ronald C. White

RONALD C. WHITE, ESQ.

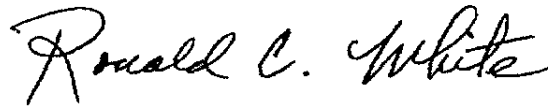
**ACCEPTANCE OF REGISTERED AGENT
OF PAINT HORSES, LLC**

Pursuant to Florida Statute 48.091 and Article IX of the Articles of Organization of **PAINT HORSES, LLC**, **Ronald C. White, Esq.** the undersigned designated Registered Agent does hereby accept the duties as Registered Agent and designates his location for service of process as:

**5348 First Avenue North
St. Petersburg, Florida 33710**

The undersigned shall serve as Registered Agent until otherwise removed or he shall resign pursuant to the laws of the State of Florida.

Signed this 27th day of April, 2006.



RONALD C. WHITE, ESQ.